

JUL 12 '12 -8 35 AM

SURFACE TRANSPORTATION BOARD



July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Memorandum of Assignment and Assumption Agreement dated June 21, 2012 between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070

Please see Schedule 1, attached hereto, for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows. Memorandum of Assignment and Assumption Agreement dated June 21, 2012 related to twenty-five (25) railcars bearing reporting marks: SOCX329001 through SOCX329025, inclusive

Please file this as a secondary document under Recordation Number 30235-A as it relates to a document previously filed with the Surface Transportation Board under Recordation Number 30235. The filing fee in the amount of \$41.00 can be charged to our account

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6105.

Sincerely,

Shirley Terry
Administrative Assistant

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SOUTHEASTERN TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 21, 2012 by and between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignor") and RAIL CONNECTION, INC., a West Virginia corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain Railroad Equipment Lease between The David J. Joseph Company and BP Products North America Inc. for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.
- 2 This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of June 21, 2012.

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

RAIL CONNECTION, INC.

By: Warren K. Higginbotham

Name: Warren K. Higginbotham

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of June, 2012, before me the subscriber, Angela Denise Watts a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C. Poellein to me personally known, who stated and acknowledged that he is the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of June, 2012.

Angela Denise Watts
(Notary Signature)

My commission expires:

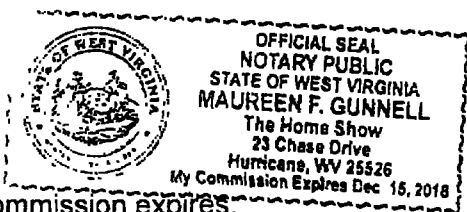
None

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147 03 O.R.C

STATE OF WV)
COUNTY OF Putnam) SS:

On this 26th day of June, 2012, before me the subscriber, Maureen F. Gunnell
a Notary Public, duly commissioned, qualified and acting, within and for said County and State,
appeared in person the within named Warren K. Higginbotham, to me personally
known, who stated and acknowledged that he/she is the Vice-President of Rail Connection,
Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or
By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this
document for and in the name and on behalf of said corporation and further stated and
acknowledged that he/she has so signed, executed and delivered this document as the free and
voluntary act and deed of said corporation, for the consideration, uses and purposes therein
mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of
June, 2012.



My commission expires.

Maureen F. Gunnell
(Notary Signature)

12-15-2016

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Twenty-five (25) railcars bearing reporting marks:

SOCX 329001
SOCX 329002
SOCX 329003
SOCX 329004
SOCX 329005
SOCX 329006
SOCX 329007
SOCX 329008
SOCX 329009
SOCX 329010
SOCX 329011
SOCX 329012
SOCX 329013
SOCX 329014
SOCX 329015
SOCX 329016
SOCX 329017
SOCX 329018
SOCX 329019
SOCX 329020
SOCX 329021
SOCX 329022
SOCX 329023
SOCX 329024
SOCX 329025

LEASE: Railroad Equipment Lease dated May 11, 2012 between The David J. Joseph Company and BP Products North America Inc.